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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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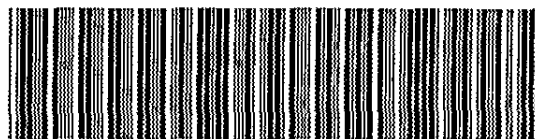
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Heidi A. Bearkland
2604 6th Court
Palm Harbor, Florida 34683

June 9, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: **Incorporation of
Sole-N-Heel**

Dear Sir or Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation to incorporate my sole proprietorship business as **Sole-N-Heel, Inc.**

I have also enclosed my check in the amount of \$87.50 for the filing fee, certified copy, and certificate of status.

My address and telephone number are shown below:

Heidi A. Bearkland
2604 6th Court
Palm Harbor, Florida 34683
Telephone 727-799-3975

Please contact me if you need additional information.

Sincerely yours,

Heidi A. Bearkland

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:
SOLE-N-HEEL, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:
**2454 McMullen Booth Road #302
Clearwater, Florida 33759**

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:
The purpose of this corporation is to engage in any lawful business activity.

ARTICLE IV SHARES

The number of shares of stock is:
500 Shares Common Stock

ARTICLE V INITIAL OFFICERS/DIRECTORS

The names and addresses of the officers/directors are:
**Heidi A. Bearkland
2604 6th Court
Palm Harbor, Florida 34683**

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent are:
**Heidi A. Bearkland
2604 6th Court
Palm Harbor, Florida 34683**

ARTICLE VII INCORPORATOR

The name and address of the incorporator are:
**Heidi A. Bearkland
2604 6th Court
Palm Harbor, Florida 34683**

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.....
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Heidi A. Bearkland
Signature/Registered Agent

6-9-03
Date

Heidi A. Bearkland
Signature/Incorporator

6-9-03
Date